

# **EXHIBIT B**

2180 Sand Hill Road  
Suite 100  
Menlo Park, CA 94025  
650 854-5600  
FAX 650 854-5685



January 23, 2007

Via: Facsimile and Federal Express

Blackhawk Parent LLC  
c/o Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
Attention: Rhett Van Syoc

EOP Operating Limited Partnership  
c/o Equity Office Properties Trust  
Two North Riverside Plaza  
Suite 2100  
Chicago, Illinois 60606  
Attention: Stanley M. Stevens

Ladies and Gentlemen:

Assuming the proposed merger of Blackhawk Acquisition L.P. with and into EOP Operating Limited Partnership ("EOP") goes forward (the "Blackhawk Acquisition"), upon the receipt of cash consideration in exchange for all Class A units of limited partner interest in EOP that I hold, the obligations under Section 2(c) of the tax protection agreement executed in my favor will be triggered. I hereby request your cooperation to calculate the amounts due to me under such Section 2(c) so that you would be in a position to cause such amounts to be paid to me simultaneously with the closing of the Blackhawk Acquisition.

Sincerely yours,

A handwritten signature in black ink, appearing to read "W. Spieker, Jr.", with a long, sweeping horizontal line extending to the right.

Warren E. Spieker, Jr.